

*PEMBROKE REGIONAL HOSPITAL
AUXILIARY*

BYLAWS

OCTOBER 2025

CONSTITUTION AND BY-LAWS
OF THE
PEMBROKE REGIONAL HOSPITAL AUXILIARY

DEFINITIONS:

In this By-law, unless the context otherwise specifies or requires:

1. "Auxiliaries" means an association or organization duly constituted and recognized by the Corporation for its health care volunteer commitment;
2. "By-law" means any by-law of the Corporation from time to time in force and effect;
3. "Ex-officio" means an obligation or privilege a person has, by virtue of their position, to serve on a board or committee. Therefore, when an ex-officio member ceases to hold the office that entitles him to membership, his membership on the board terminates automatically.
4. "Managers" - One who handles, controls, or directs, especially:
 - a. One who directs a business or other enterprise.
 - b. One who controls resources and expenditures
5. "Parliamentary procedure" is the body of rules, ethics, and customs governing meetings and other operations of clubs, organizations, legislative bodies, and other deliberative assemblies.

ARTICLE 1 - NAME:

The name of this organization shall be 'The Pembroke Regional Hospital Auxiliary' hereinafter referred to as the Auxiliary. The Auxiliary is an entity which supports and facilitates a cohesive relationship with the Pembroke Regional Hospital.

ARTICLE 2 - HEAD OFFICE:

The office of the Auxiliary shall be maintained at the Pembroke Regional Hospital in the City of Pembroke in the Province of Ontario.

ARTICLE 3 - PURPOSE:

The purpose of the Auxiliary is to support the Pembroke Regional Hospital by providing supplementary patient services and financial support.

ARTICLE 4 – MEMBERSHIP:

CATEGORIES:

The categories of membership are as follows: Active, Associate, Life, and Honorary. Any person may become a member of the Auxiliary upon meeting the requirements of the appropriate category of membership.

(a) **Active Members:**

1. Demonstrate the willingness and ability to provide service and positively shape the affairs of the Auxiliary.
2. pay the annual membership fee
3. are entitled to vote
4. are entitled to hold office
5. receive the newsletter

(b) **Associate Members**

1. Individuals or organizations who wish to establish or maintain an affiliation but do not participate as active volunteers
2. pay an annual fee
3. have no voting privileges
4. may not hold office
5. receive the newsletter

(c) **Life Members:**

1. In consideration of a life membership to the Auxiliary, the Executive Committee shall grant a life membership to any active member who has made an exceptional contribution and/or served the Auxiliary for 20 years or more.
2. Life members are not required to pay a membership fee.
3. Life members have full voting privileges and may hold office
4. Receive the newsletter

(d) **Honorary Members:**

1. By unanimous recommendation of the Executive Committee, an individual or organization who is not a member and has demonstrated distinguished service to the Auxiliary for a period of 20 years or more, shall be granted honorary membership status.
2. Honorary members pay no fee
3. Have no vote
4. May not hold office

ARTICLE 5 – MEMBERSHIP FEES

Membership fees shall be established yearly by the Executive Committee. The membership year shall run from January 1st to December 31st.

ARTICLE 6 - REMOVAL OF MEMBERSHIP PRIVILEGES

The Executive Committee shall be empowered to remove the privilege of membership from any member, who in the determination of the Executive, acts contrary to the interests of the Auxiliary, provided such member has the opportunity to first be heard.

OFFICERS

ARTICLE 7 – EXECUTIVE COMMITTEE:

- (a) The officers of the Executive Committee of the Auxiliary shall be: President, 1st President, 2nd Vice President, Secretary, Treasurer, and Immediate Past President.
- (b) Ex-Officio: The Chief Executive Officer (C.E.O.) of Pembroke Regional Hospital who either personally, or by delegate, shall serve as Honorary President of the Auxiliary, but does not have the right to vote.
- (c) Officers shall serve for a term of two years, and may be re-elected to the same office as required.
- (d) Vacancies occurring in any office may be filled by a member of the Auxiliary for the remainder of the term. Any person so appointed shall hold office until the next Annual Meeting.

ARTICLE 8 - EXECUTIVE MEETINGS:

- (a) The Executive shall consist of the President, 1st Vice-President, 2nd Vice-President, Treasurer, Secretary, and the immediate Past President.
- (b) The Executive Committee shall be the governing body of the Auxiliary in the intervals between meetings and shall report all decisions to the membership at General Meetings.
- (c) The majority of the Executive shall constitute a quorum.

ARTICLE 9 - DUTIES OF THE EXECUTIVE:

- (a) The President shall: Preside at all meetings of the Executive, General meetings and Special Meetings. Shall be an Ex-Officio member of all Committees, except the Nominating Committee. The President or Delegate of the Auxiliary shall be an Ex-Officio voting member of the Pembroke Regional Hospital Board of Directors. Shall Represent the Auxiliary at public and official functions. Appoint all delegates to conferences with the approval of the Executive Committee. Perform such other duties as are usually attached to the office of President.
- (b) The Past President shall: Be an advisor to the Executive.
- (c) The 1st Vice-President shall: In the absence of the President, chair all Membership and attend Board meetings, and shall serve as Chairman of the General Meetings. The 1st Vice-President shall assume the duties of the President when necessary and accept other executive duties as required. Should a vacancy occur between elections, the 1st Vice President will assume the duties of the President for the remainder of the term.
- (d) The 2nd Vice-President shall: assume duties of the 1st Vice-President in his/her absence.
- (e) The Treasurer shall:
 - 1. Have the care and custody of the General Funds of the PRH Auxiliary and deposit all monies into a bank account approved by the Membership bearing the name of the Pembroke Regional Hospital Auxiliary.
 - 2. Be authorized financial authority in conjunction with the President and/or Secretary, to sign cheques and financial documents as may be required.
 - 3. Pay all accounts from General Funds of the Auxiliary by cheque (or alternate method once approved - ie: online) upon approval and authorization of the membership at the General Meeting.
 - 4. Make extraordinary disbursements only when authorized to do so by a General Meeting.
 - 5. Keep vouchers for all disbursements made against the General Fund, BINGO Project and H.E.L.P.P (Hospital Equipment Lottery Project for the People).
 - 6. Keep a record of all monies received and disbursed on behalf for the General Fund, BINGO Project and H.E.L.P.P (Hospital Equipment Lottery Project for People).
 - 7. Present a report on the financial condition of the PRH Auxiliary General Fund, Bingo and H.E.L.P.P. projects at all meetings of the General Membership and Executive.

8. Financial records of the General Fund shall be subjected to an annual audit by an Auditor approved by the Pembroke Regional Hospital.
- (f) The Secretary shall: Be responsible for maintaining all records and minutes of all meetings. Receive and file the reports of all Managers. Be responsible for all Auxiliary correspondence as well as the purchase and mailing of all special cards and other expressions. Distribute minutes to the Executive at least one week prior to the next Meeting.
- (g) Duties of Manager of Special Funds Raising shall: upon receiving a mandate from the Auxiliary Executive Committee, be responsible for a Special Fund Raising Project/s (e.g. Bingo and H.E.L.P.P. (Hospital Equipment Lottery Project for People), the Manager of the Special Fund Raising Project/s shall:
1. Have the care and custody of the Special Funds of the Auxiliary and deposit all the monies into a bank account approved by the Executive Committee bearing the name of the Pembroke Regional Hospital Auxiliary.
 2. The Manager/s of the Special Fund Raising Project/s is responsible for reporting to the respective licensing agencies as required.

ARTICLE 10 - SIGNING AUTHORITY

Signing authority requires any two (2) of the designated signing officers:

President, 1st Vice-President, 2nd Vice-President, Treasurer, Secretary, and the Manager/s of Special Funds Project/s.

ARTICLE 11 - STANDING COMMITTEES:

The Managers shall be deemed to be a Standing Committee.

ARTICLE 12 - DUTIES OF MANAGERS:

- (a) The Gift Shop Operations Manager shall be responsible for the handling, accountability and operation of the Gift Shop. Shall control expenditures under the direction of the Executive Committee, purchase stock and monitor resource requirements.
- The Gift Shop Staffing Scheduler shall work in conjunction with the Manager to arrange for volunteer resources to staff the Gift Shop.
- (b) The Mural Café Operations Manager shall be responsible for the handling, accountability and operation of the Mural Café. Shall control expenditures under the direction of the Executive Committee, purchase stock and monitor resource requirements.
- The Mural Café Staffing Scheduler shall work in conjunction with the Manager to arrange for volunteer resources to staff the Café.

- (c) The Membership Coordinator shall conduct the membership recruiting on behalf of the PRH Auxiliary, collect the dues, and turn all funds over to the Treasurer.
- (d) The Press and Publicity Coordinator shall be responsible for the publicity for meetings and other activities. Shall notify the Pembroke Regional Hospital Public Affairs and Communication Coordinator of Auxiliary Events, who in turn will prepare for presentation in the Pembroke Regional Hospital Newsletter. If requested, may function as Historian.
 - The Historian Coordinator shall be responsible for the Auxiliary Archives. This position may be the responsibility of the Press and Publicity Coordinator.
- (e) The Special Events Phoning Coordinator shall be responsible for the telephoning of and/or emailing Auxiliary members to notify of special events.
- (f) The Spiritual Coordinator shall be responsible for the organization of prayers at funeral homes for deceased Auxiliary members, and the distribution of prayer cards to funeral homes.

ARTICLE 13 - MEETINGS

- (a) An **Executive Meeting** to be held 4 times a year on a quarterly schedule after close of the fiscal year end of March 31st which is open to all Auxiliary members
- b) An **Annual Meeting** shall be held once every 12 months after the close of the fiscal year end of March 31st, at a date and time agreed upon by the executive.
- (c) A **Special Meeting** must be called by the President upon the written request of three members of the Executive. Special meetings shall cover only the stated business.
- (d) Parliamentary procedure shall be observed at all meetings.
- (e) All main business must be transacted at an Annual Meeting and worded in the form of a motion.

ARTICLE 14 - FISCAL YEAR:

The fiscal year shall commence 1 April and end the 31st day of March.

ARTICLE 15 - ANNUAL MEETING:

- (a) An Annual Meeting shall be held once every 12 months after the close of the fiscal year end of March 31st.
- (b) Reports from the Executive members shall be presented.
- (c) Newly elected officers shall take office at the Annual Meeting.

- (d) All resolutions shall be brought to the Annual Meeting. Such resolutions shall include any amendments to the Bylaws.

ARTICLE 16 - NOMINATIONS:

- (a) A Nominating Committee shall be appointed at the January meeting, in order to fill vacant positions. One member shall be chosen as Chair.

The Nominating Chairman shall:

1. Serve as Chairman of the Nominating Committee.

- (b) The Committee shall present the slate of officers to the Annual Meeting.
- (c) Nominations may be made from the floor with the consent of the Nominee.

ARTICLE 17 - DELEGATES

- (a) Delegates to Regional Conferences will be open to all members.

ARTICLE 18 - AMENDMENTS:

The articles of the constitution may be amended by a vote of three-quarters of the Membership at any Annual Meeting. The amendments shall become operative upon approval of the Hospital Board.

ARTICLE 19 - DISSOLUTION:

In the event of dissolution, the surplus assets of the Auxiliary, after payment of all its debts and liabilities, shall be transferred to the Pembroke Regional Hospital Inc. for those services which support the Mission and Values of the Hospital.

ARTICLE 20 – FUND RAISING:

The Executive Committee shall take such steps as it may deem requisite to enable the Auxiliary to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Pembroke Regional Hospital Auxiliary.

ARTICLE 21 - Use of Funds

- The PRH Auxiliary functions without purpose of gain for its members.
- Any profit or benefits to the PRH Auxiliary are to be used in promoting its objectives
- Funds of the PRH Auxiliary shall be used to provide financial assistance to the Pembroke Regional Hospital and to support the operation and development of the Auxiliary.

BYLAW REVIEW:

Bylaws are reviewed and updated every three (3) years, prior to the Annual Meeting.

Revised: February 1999

Approved by Hospital Auxiliary: March 1999

Approved by Board of Directors: April 5, 1999

Revised: March 2002

Approved by Hospital Auxiliary: April 15, 2002

Approved by Board of Directors: May 6, 2002

Revised: April 2008

Approved by Hospital Auxiliary: April 28, 2008

Approved by Board of Directors: May 28, 2008

Revised: 2016

Approved by Hospital Auxiliary:

Approved by Board of Directors:

Revised: October 2024

Approved by Hospital Auxiliary: October 17, 2024

Approved by Sabine Mersmann, President and CEO: October 24, 2024

Revised: October 2025

Approved by Hospital Auxiliary: October 27, 2025

Approved by Sabine Mersmann, President and CEO: October 29, 2025